

LATHAM & WATKINS LLP

885 Third Avenue
New York, New York 10022-4802
Telephone: (212) 906-1200
Robert J. Rosenberg (RR-9585)
Mitchell A. Seider (admitted *pro hac vice*)
Mark A. Broude (MB-1902)
Email: robert.rosenberg@lw.com
mitchell.seider@lw.com
mark.broude@lw.com

Attorneys for the Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
DELPHI CORPORATION, <u>et al.</u> ,)	Case No. 05-44481 (RDD)
)	
Debtors.)	
)	Jointly Administered
)	

**SECOND SUPPLEMENTAL AFFIDAVIT OF ROBERT J. ROSENBERG IN SUPPORT
OF THE RETENTION OF LATHAM & WATKINS LLP AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss:

ROBERT J. ROSENBERG, being duly sworn, deposes and says:

1. I am a partner in the firm of Latham & Watkins LLP (“Latham & Watkins”), which maintains offices at 885 Third Avenue, Suite 1000, New York, New York 10022, and elsewhere. I am familiar with the matters set forth herein and submit this Second Supplemental Affidavit in support of the retention of Latham & Watkins as counsel to the official committee of unsecured creditors (the “Committee”) appointed in the above-captioned cases.

BACKGROUND

2. On November 17, 2005, Latham & Watkins filed the Application of the Official Committee of Unsecured Creditors For Order Authorizing and Approving the Employment and Retention of Latham & Watkins LLP as Counsel, Nunc Pro Tunc to October 17, 2005 (the “Retention Application”).

3. On November 30, 2005, this Court entered its Interim Order Authorizing Employment and Retention of Latham & Watkins as Counsel for the Official Committee of Unsecured Creditors (the “Interim Order”). The Interim Order approved Latham & Watkins’ retention by the Committee on an interim basis with respect to Delphi Corporation and its affiliated debtors (collectively, “Delphi” or the “Debtors”), and on a final basis with respect to all other parties in interest in these cases.

4. On January 6, 2006, this Court entered an order (the “Final Order”) approving Latham & Watkins’ retention on a final basis.

5. On January 18, 2006, Latham & Watkins filed its First Supplemental Affidavit of Robert J. Rosenberg in Support of the Retention of Latham & Watkins LLP as Counsel to the Official Committee of Unsecured Creditors (the “First Supplemental Affidavit”)

6. I am filing this Second Supplemental Affidavit to correct an error in the First Supplemental Affidavit that has recently been brought to my attention.

**CORRECTION TO DISCLOSURE IN FIRST SUPPLEMENTAL AFFIDAVIT
REGARDING MORGAN, LEWIS & BOCKIUS LLP**

7. In the First Supplemental Affidavit, I disclosed that (i) Morgan, Lewis & Bockius LLP (“Morgan Lewis”) has recently asked Latham & Watkins to represent it (the “New Representation”) in a matter wholly unrelated to the Debtors and their chapter 11 cases, (ii) Latham & Watkins has in the past represented Morgan Lewis in matters wholly unrelated to the

Debtors and their chapter 11 cases, and (iii) Latham & Watkins intends to undertake this New Representation. As part of the aforementioned disclosure, I identified Morgan Lewis as “one of the Debtors’ professionals.” In fact, Morgan Lewis has confirmed that they are a former professional of the Debtors, and that they currently represent certain parties in interest in these cases.

EXECUTED this 23rd day of January, 2006 at New York, New York

/s/ Robert J. Rosenberg

Robert J. Rosenberg

Sworn to before me this
23rd day of January, 2006

/s/ John W. Weiss

John W. Weiss

Notary Public, State of New York

No. 02WE6113201

Qualified in New York County

Commission Expires July 26, 2008